

Kretzman Robert K.
Form 4
February 17, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kretzman Robert K.

2. Issuer Name and Ticker or Trading Symbol
REVLON INC /DE/ [REV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O REVLON, INC., 237 PARK AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, HR, CLO & General Counsel

NEW YORK, NY 10017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
							\$
Class A Common Stock	02/17/2009		P		10,000	A	3.39
							124,058 ⁽²⁾
							<u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
					Date	Expiration	Title	Amount or Number	
					Exercisable	Date	Number of Shares		
					Code	V (A) (D)			

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
			Other
Kretzman Robert K. C/O REVLON, INC. 237 PARK AVENUE NEW YORK, NY 10017			EVP, HR, CLO & General Counsel

Signatures

/s/ Robert K.
Kretzman
02/17/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The purchase price of \$3.39 reported in Column 4 is a weighted average price for the 10,000 shares acquired within a range of \$3.35 to
- (1) \$3.43 per share. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the SEC, upon request, full information regarding the number of shares acquired at each separate price within the price range noted above.
- Of these 124,058 shares reflected as beneficially owned, (a) 6,249 shares are unvested restricted shares that the reporting person was granted on 11/16/06, which vest on 11/16/09, (b) 30,000 shares are unvested restricted shares that the reporting person was granted on
- (2) 12/10/07, 15,000 shares of which vest on 1/2/10 and 15,000 shares of which vest on 1/2/11, and (c) 38,600 shares are unvested restricted shares that the reporting person was granted on 12/8/08, 12,866 shares of which vest on 1/10/10, 12,867 shares of which vest on 1/10/11 and 12,867 shares of which vest on 1/10/12 (in each case as adjusted for Revlon, Inc.'s September 2008 1-for-10 reverse stock split).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.